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Attorneys for Creditors and Contract Counterparties APL Logistics  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

**GENERAL MOTORS CORPORATION, *et al.*,**

**Debtors.**

**Chapter 11**

**Case No. 09-50026 (REG)**

**(Jointly Administered)**

**DECLARATION OF JOSHUA D. SMITH IN SUPPORT OF  
OBJECTION OF APL LOGISTICS TRANSPORTATION  
MANAGEMENT SERVICES, LTD. AND APL LOGISTICS LTD.  
TO PROPOSED CURE AMOUNT**

I, Joshua D. Smith, make this Declaration under 28 U.S.C. § 1746 and state:

1. I am the Director of Finance of APL Logistics Transportation Management Services, Ltd. and APL Logistics Ltd. (collectively, "APL Logistics"). I have worked for in the finance department at APL Logistics for the past eight years. In my capacity as the Director of Finance of APL Logistics, I am familiar with and have



custody of and responsibility for the accuracy of the books and records of APL Logistics and its system for keeping those business records.

2. If called to testify in this matter, I could competently testify to the facts set forth in this Declaration.

3. I submit this declaration in support of APL Logistics' objection to proposed cure amounts filed herewith.

4. APL Logistics maintains books and records of all of the invoices it issues and all payments made on them, in the ordinary course of its business. Entries are made to those books and records at the time any invoice is issued or a payment is received. An invoice is issued by APL Logistics only after it renders a service contracted for by a customer.

5. I have personally reviewed APL Logistics' current books and records, which state that each of the invoices listed on Exhibit A-F hereto for the Debtors and for each of the logistics providers (the "LLPs", through which the Debtors pay APL Logistics) are currently outstanding and unpaid.

6. The related services rendered by APL Logistics to the Debtors and to each of the LLPs listed on Exhibits A-F are for transportation management.

7. Based upon my review of APL Logistics' business records, I believe the total amount stated on Exhibits A, which is \$235,836.77, is the true and correct balance owed to APL Logistics by the Debtors, under all agreements relating to its supply of services to ILG through May 31, 2009.

8. Based upon my review of APL Logistics' business records, I believe the total amount stated on Exhibits B, which is \$429,031.61, is the true and correct balance



owed to APL Logistics by the Debtors, under all agreements relating to its supply of services to Schneider through May 31, 2009.

9. Based upon my review of APL Logistics' business records, I believe the total amount stated on Exhibits C, which is \$138,731.55, is the true and correct balance owed to APL Logistics by the Debtors, under all agreements relating to its supply of services to Penske through May 31, 2009.

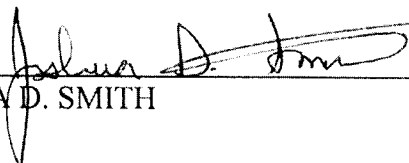
10. Based upon my review of APL Logistics' business records, I believe the total amount stated on Exhibits D, which is \$359,017.55, is the true and correct balance owed to APL Logistics by the Debtors, under all agreements relating to its supply of services to Ryder through May 31, 2009.

11. Based upon my review of APL Logistics' business records, I believe the total amount stated on Exhibits E, which is \$385,280.35, is the true and correct balance owed to APL Logistics by the Debtors, under all agreements relating to its supply of services to Fedex through May 31, 2009.

12. Based upon my review of APL Logistics' business records, I believe the total amount stated on Exhibits F, which is \$104,119.85, is the true and correct balance owed to APL Logistics directly by the Debtors through May 31, 2009.

I declare under penalty of perjury of the laws of the United States of America that the foregoing is true and correct.

Executed this 15 day of June, 2009, at Oakland, California.

  
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JOSHUA D. SMITH